

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 750

1100 NEW YORK AVENUE, N.W.

WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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June 3, 1996

Recordation No. 19431-B

Dear Mr. Williams:

On behalf of HELM Financial Corporation, Lessor, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Termination of Lease ("Termination"), executed as of May 31, 1996, which is a full termination covering all units under the lease mentioned below.

The party executing the enclosed Termination is:

HELM Financial Corporation  
One Embarcadero Center  
San Francisco, CA 94111

— TERMINATING PARTY

The said Termination is a full termination of the Memorandum of Rail Car Lease Agreement recorded under Recordation No. 19431, as amended, ("Lease") and the Termination should be recorded under the next available letter under Recordation No. 19431, which we believe is "B".

The equipment covered by the Termination is all the equipment covered by the Lease recorded under Recordation No. 19431, as amended.

A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Full Termination of Memorandum of Rail Car Lease Agreement under 19431, as amended."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

*Counterparts - W. H. Hammer*

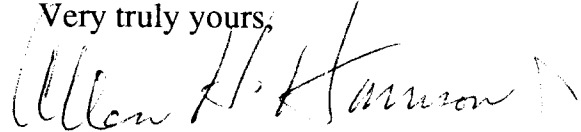
*19431-B*

*JUN 3 1 54 PM '96*

*SURFACE TRANSPORTATION BOARD*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
*Attorney for HELM Financial  
Corporation for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

*Enclosures*

BY-HAND

8350-020

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

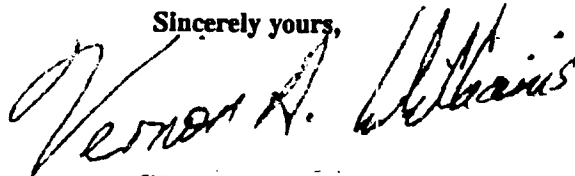
6/3/96

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, P.C.  
1100 New York Avenue, NW, Ste. 750  
Washington, DC., 20005-3934

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/3/96 at 1:55PM, and assigned recordation number(s). 19431-B.

Sincerely yours,

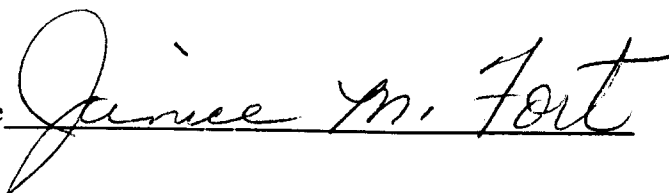


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19431-B

JUN 3 1996

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF LEASE is made by HELM Financial Corporation as of the date hereunder indicated.

WHEREAS, HELM Financial Corporation, a California Corporation, is the Lessor ("Lessor") in that certain Memorandum of Rail Car Lease Agreement, made as of March 31, 1995, filed and recorded with the Interstate Commerce Commission, now Surface Transportation Board ("STB"), under Recordation No. 19431, as amended by Amendment No. 1 made as of November 9, 1995, filed and recorded with the STB February 7, 1996, under Recordation No. 19431-A ("Lease"), and

WHEREAS, for the aforesaid Lease the term of lease has ended, has not been extended and hence by its terms the said Lease has expired, terminated and concluded, and all units covered by the aforesaid Lease no longer are subject to the Lease and are under the control of the Lessor;

NOW, THEREFORE, for good and valuable consideration, the sufficiency of which is acknowledged, and intending to be legally bound, HELM Financial Corporation, as Lessor, does hereby fully terminate the aforesaid Lease and files and records this Full Termination of Lease for the purpose of officially terminating fully of record in the files of the STB the aforesaid Lease.

IN WITNESS WHEREOF, HELM Financial Corporation, as Lessor, has duly executed this Full Termination of Lease as of this 31 day of May, 1996.

HELM FINANCIAL CORPORATION

By: David W. Fritz  
Name: DAVID W. FRITZ  
Title: V.P. - CONTROLLER

STATE OF CALIFORNIA )  
COUNTY OF SAN FRANCISCO )

On May 31, 1996, before me, Chris Dilley, a notary,  
personally appeared David W. Fritz, VP. Controller of HELM  
(name) (title)

Financial Corporation,

X personally known to me -OR-

\_\_\_\_\_ proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s)  
acted, executed the instrument.

Witness my hand and official seal.

Chris Dilley  
SIGNATURE OF THE NOTARY

My Commission Expires: Jan. 21, 2000

[Notarial Seal]

